

REVIEW OF CORPORATE GOVERNANCE DOCUMENTS

1 Purpose of the Paper

- 1.1 To provide the Board with draft revised corporate governance documents, which have been reviewed to tie in with the launch of the new strategy, for information and agreement.
- 1.2 A paper is also provided on the Publication of Audit Reports, which was presented at the Audit & Risk Committee (ARC) meeting on 5th May, for information and agreement.
- 1.3 The Board is asked to:
 - **Note** the content of the updated governance documents
 - **Agree** the updated governance documents for adoption and publication
 - **Agree** to the Publication of Audit Reports per the recommendation of the ARC

2 Strategic Aims

- 2.1 This work updates FSS's Governance framework in line with our new strategy for 2021-26; supporting our objective for Maintaining Organisational Excellence.

3 Background

- 3.1 The corporate governance documents, which are published on the [website](#), are:

Code of Governance
Framework Document
Terms of Reference for the Board
Terms of Reference for the Audit and Risk Committee
Scheme of Delegation
Statement on Performance of Functions
Standing Orders
Code of Conduct
Memorandum of Understanding between FSA and FSS

4 Discussion

- 4.1 To tie in with the launch of the new strategy the governance documents have been reviewed. All recommended amendments have been presented as tracked changes in the appendices. The main changes have been made to the Code of Governance, Framework Document, Scheme of Delegation and the

Statement on Performance of Functions, and are intended to ensure references in the documents align with the new strategy and reflect the legislative landscape and FSS responsibilities post EU Exit.

- 4.2 Amendments were also made to the Terms of Reference for the ARC based on recommendations made at the full meeting of ARC on 5th May 2021.
- 4.3 Only a minor change has been made to the Standing Orders to align with FSS's new structure and no amendments were required to the Terms of Reference for the Board, Code of Conduct or Memorandum of Understanding (MoU) between FSA and FSS at this time.
- 4.4 On 5th May the ARC was asked to consider whether FSS should publish reports of audits and any resulting action plans carried out under Article 6 the Official Control Regulations to demonstrate openness and transparency. ARC now recommend to the Board that Official Control Regulation audit reports and action plans be published within the FSS Model Publication Scheme once audits have been closed and otherwise by exception following discussions with the Accountable Officer and the Chair of ARC.
- 4.5 The FSS Model Publication Scheme, referred to in paragraph 4.4, will be updated with links to all of the governance documents listed in this paper once they have been published and presented at a future Board meeting for information and agreement.

5 Equality Impact Assessment and Fairer Scotland Duty

- 5.1 The Fairer Scotland Duty has been considered and is not required.
- 5.2 This matter does not raise issues of equality within the terms of the Equality Act 2010 and the Equality Act 2010 (Specific Duties) Regulations (Scotland), and so an equality impact assessment is not required.

6 Conclusion/Recommendations

- 6.1 The Board is asked to:
 - **Note** the content of the updated governance documents
 - **Agree** the updated governance documents for adoption and publication
 - **Agree** to the Publication of Audit Reports per the recommendation of the ARC

Please direct queries to:

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ANNEX A - Code of Governance

ANNEX B - Framework Document

ANNEX C - Terms of Reference for the Board

ANNEX D - Terms of Reference for the Audit and Risk Committee

ANNEX E - Scheme of Delegation

ANNEX F - Statement on Performance of Functions

ANNEX G - Standing Orders

ANNEX H - Code of Conduct

ANNEX I - Publication of Audit Reports – ARC Paper